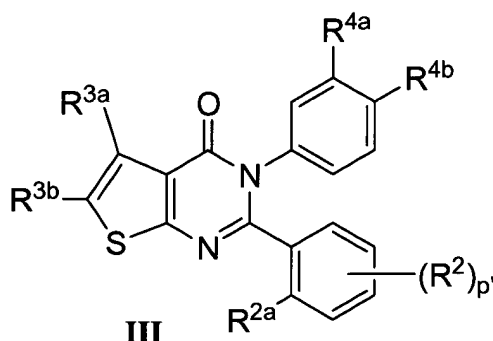


**In the Claims:**

1.-2. (Cancelled)

3. (Currently amended) A compound of Formula III, or a pharmaceutically acceptable salt or stereoisomer thereof:



wherein:

b is 0 or 1;

m is 0, 1 or 2;

p' is 0 to 2;

r is 0 or 1;

s is 0 or 1;

$R^2$  is (C<sub>1</sub>-C<sub>6</sub>)alkylene-NR<sup>6</sup>R<sup>7</sup>; said alkylene is optionally substituted with up to three substituents selected from OH, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, halogen, CO<sub>2</sub>H, CN, O(C=O)C<sub>1</sub>-C<sub>6</sub> alkyl, oxo, and NR<sup>6</sup>R<sup>7</sup>;

R<sup>2a</sup> is selected from: halogen and (C<sub>1</sub>-C<sub>6</sub>)alkyl;

R<sup>3a</sup> and R<sup>3b</sup> are independently selected from: hydrogen, halogen, and (C<sub>1</sub>-C<sub>6</sub>)alkyl;

R<sup>4a</sup> and R<sup>4b</sup> are independently selected from: hydrogen, halogen and (C<sub>1</sub>-C<sub>6</sub>)alkyl, provided that at lease one is not hydrogen, or

R<sup>6</sup> and R<sup>7</sup> are independently selected from:

- 1) H,
- 2) (C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) (C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 4) (C=O)O<sub>b</sub>aryl,
- 5) (C=O)O<sub>b</sub>heterocyclyl,
- 6) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 7) aryl,
- 8) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 9) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 10) heterocyclyl,
- 11) C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 12) SO<sub>2</sub>R<sup>a</sup>, and
- 13) (C=O)NR<sup>b</sup><sub>2</sub>,

R<sup>6</sup> and R<sup>7</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S;

R<sup>a</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, aryl, or heterocyclyl; and

R<sup>b</sup> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkyl-NR<sup>a</sup><sub>2</sub>, (C<sub>1</sub>-C<sub>6</sub>)alkyl-NH<sub>2</sub>, (C<sub>1</sub>-C<sub>6</sub>)alkyl-NHR<sup>a</sup>, aryl, heterocyclyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C=O)OC<sub>1</sub>-C<sub>6</sub> alkyl, (C=O)C<sub>1</sub>-C<sub>6</sub> alkyl or S(O)<sub>2</sub>R<sup>a</sup>.

4. (previously presented) The compound according to Claim 3 or a pharmaceutically acceptable salt or stereoisomer thereof, wherein: p', R<sup>2a</sup>, R<sup>3a</sup>, R<sup>3b</sup>, R<sup>4a</sup>, and R<sup>4b</sup> are as defined for Formula III and

R<sup>2</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkylene-NR<sup>6</sup>R<sup>7</sup>;

R<sup>6</sup> and R<sup>7</sup> are independently selected from:

- 1) H,
- 2) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) aryl,

- 4) heterocyclyl,
- 5) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 6) C<sub>2</sub>-C<sub>10</sub> alkynyl, and
- 7) C<sub>3</sub>-C<sub>8</sub> cycloalkyl,

R<sup>6</sup> and R<sup>7</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S.

5. (Original) A compound which is:

2-(2-bromophenyl)-3-(4-methylphenyl)thieno[2,3-d]pyrimidin-4(3H)-one.

6. (previously presented) A pharmaceutical composition that is comprised of a compound in accordance with Claim 3 and a pharmaceutically acceptable carrier.

7. (currently amended) A pharmaceutical composition that is comprised of a compound in accordance with Claim ~~3~~ 5 and a pharmaceutically acceptable carrier.

- 8.-34. Cancelled